

ORIGINAL COUNTERPART  
NO. 4

6015-B  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded  
JAN 30 1970 - 9 22 AM  
INTERSTATE COMMERCE COMMISSION

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES Q

---

AGREEMENT

Dated as of February 1, 1970

supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of January 1, 1969

between

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY,  
Trustee

and

NORFOLK AND WESTERN RAILWAY COMPANY

RECEIVED  
JAN 30 9 23 AM '70  
I.C.C.  
FEE OPERATION BR.

AGREEMENT dated as of February 1, 1970, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the Company), and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, a Pennsylvania corporation (hereinafter called the Trustee).

WHEREAS, by Equipment Trust Agreement dated as of January 1, 1969 (hereinafter called the Trust Agreement), between the Trustee and the Company, there was constituted "Norfolk and Western Railway Equipment Trust, Series Q," and it was agreed that the railroad equipment described in the Trust Agreement (therein and herein called the Trust Equipment) was to be acquired by the Trustee and leased to the Company;

WHEREAS, the Trust Agreement provides that if the aggregate final Cost (as such term is defined in the Trust Agreement) of the Trust Equipment shall be less than 125% of the aggregate principal amount of Trust Certificates issued thereunder the Company will cause to be transferred to the Trustee additional Trust Equipment in such amount and of such cost that the aggregate final Cost of the Trust Equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the Company has determined that the aggregate final Cost of the Trust Equipment specifically described in the Agreement is less than 125% of the aggregate principal amount of Trust Certificates issued thereunder and now desires to cause to be transferred to the Trustee additional Trust Equipment;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
116	100-ton open-top hopper cars, Norfolk and Western Railway Com- pany, builder, numbered 116000 to 116115, both inclusive.	\$1,467,400

2. The Company shall cause this Agreement to be recorded promptly in the same manner as the Trust Agreement was so recorded.

3. This Agreement, which is dated for convenience as of February 1, 1970, may be executed in any number of

counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

By   
Assistant Vice President-Finance

 ATTEST:  
  
Secretary

THE FIRST PENNSYLVANIA BANKING AND  
TRUST COMPANY, as Trustee

By   
Vice President

ATTEST:  
  
Assistant Secretary

COMMONWEALTH OF VIRGINIA )  
 ) ss.:  
 CITY OF ROANOKE )

On this *26<sup>th</sup>* day of *January*, 1970, before me personally appeared C. B. Deibel, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President - Finance of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

My Commission Expires August 3, 1971

*Belle S. Wyatt*  
 Notary Public

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.:  
 COUNTY OF PHILADELPHIA )

On this *29<sup>th</sup>* day of *January*, 1970, before me personally appeared *Dr. W. H. Hager*, to me personally known, who, being by me duly sworn, says that he is a Vice President of The First Pennsylvania Banking and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

*Bella R. Hackett*  
 Notary Public

BELLA R. HACKETT, Notary Public  
 PHILA. CO., PA.  
 My Commission Expires March 12, 1973

I declare that I am not an officer or director  
 of the banking institution for which I hereby